

# **Constitution**

## **Society of Obstetric Medicine of Australian and New Zealand**

**ABN 30 254 264 937**

# **SOMANZ**

**(Revised November 2021)**

# **Society of Obstetric Medicine of Australia and New Zealand (SOMANZ)**

## **CONSTITUTION**

### **ARTICLE 1: NAME**

The Society is named the Society of Obstetric Medicine of Australia and New Zealand

### **ARTICLE 2: OBJECTS**

The objects of the Society are to advance clinical and scientific knowledge of hypertensive diseases and medical disorders in pregnancy and to foster collaboration with other regional and international societies interested in hypertension in pregnancy and obstetric medicine.

### **ARTICLE 3: MEMBERSHIP**

#### **Section 1: Ordinary Members**

Any person who is engaged in research, or in the practice of the broad field of hypertension in pregnancy or obstetric medicine, or who has demonstrated particular interest in this area, is eligible for election as a Member.

#### **Section 2: Honorary Members**

Any person, distinguished in the study of hypertension in pregnancy or obstetric medicine at home or abroad, who has made material contributions to the advancement of hypertension in pregnancy or obstetric medicine, may be made an Honorary Member by the approval of the Council.

#### **Section 3: Election of Members**

##### **a. Ordinary Members**

Candidates for membership of the Society shall be proposed by a Member of the Society. Any such proposal shall be made upon a form approved by the Society. The candidature shall be assessed by the Council. The Candidate may be declared an Elected Member of the Society when approved by Council.

**b. Honorary Members**

Upon recommendation of the Council, persons deemed worth of Honorary Membership may be elected by vote of those members present at an Annual Meeting of the Society.

Candidates elected to Ordinary Membership or to Honorary Membership shall be notified of their election by the Council of the Society. Members of the Society shall notify the Secretary of their address, of any change of address, and of any additional academic qualifications or distinctions. Members desiring to resign from Membership of the Society shall notify the Secretary of their intention in writing. The proposal for resignation shall be submitted to Council.

**Section 4: Obligations of Members**

With membership of the Society goes the responsibility of maintaining a sustained interest in its affairs and objectives.

**Section 5: Dues**

Each Member shall pay an annual subscription in the amount set by the Council of the Society. This subscription becomes due every 12 months unless the member resigns. Members whose subscriptions are two years in arrears may, at the discretion of Council, be considered to have withdrawn from the Society and will be removed from the Society's database.

**Section 6: Rights and Privileges of Members**

Members may participate in the business and scientific sessions of the Society, may vote at meetings, and shall be eligible for election to Office in the Society.

**ARTICLE 4: OFFICERS**

**Section 1: The Council**

The business of the Society shall be conducted by a Council consisting of eight members (including the Office Bearers). No more than three members of Council shall come from any one State or Territory of Australia or from New Zealand. At least one member of Council shall be a Fellow of the Royal Australasian College of Physicians (RACP). At least one member of Council shall be a Fellow of the Australian and New Zealand College of Obstetricians and Gynaecologists (RANZCOG). At least one member of Council shall be a non-medically qualified scientist. At least one member of Council will be from Australia and at least one member of Council will be from New Zealand. At least one member of Council shall be appointed as the Trainee Representative and will either be currently undertaking training towards the SOMANZ certificate of Obstetric Medicine or will have completed this training within the last three(3) years. The Council shall be responsible for conducting the affairs and business of the Society. The Council may, at its discretion, delegate such duties as it may determine to a Sub-Committee of members of the Council or other members of the Society. The immediate past President shall remain on Council for one year ex-officio.

**Section 2: Office Bearers**

There shall be a President, a President-Elect, a Secretary and a Treasurer. The Office Bearers shall be elected by Members of Council from within their own number.

**Section 3: Election of Officers**

At every second AGM of the Society, at least two (2) Council members will retire from office. Where two (2) Council members do not voluntarily retire, the two Council members who have been in office for the longest period of time will retire. If two (2) or more of the longest serving Council members have been in office for the same period of time, the person or persons to retire will, in default of agreement, be determined by lot.

The vacancies on the Council created by the retirement of Council members will be filled by persons elected by members with the right to vote.

Retiring Council members are eligible for re-election provided that they have not served as a Council member for more than six (6) consecutive years.

Every two (2) years, nominations shall be made in writing by a Member of the Society. Each shall be seconded by a Member of the Society. The nominees shall signify consent to such a nomination in writing. The nominations shall be in the hands of the Secretary one month before the Annual Meeting of the Society. A ballot shall be held for all vacant positions and announced at the Annual Meeting.

**Section 4: Terms of Office**

The term of office for the President is two years. Thereafter he/she may not be re-elected as President until four years have elapsed since his/her previous term.

The term of office for the President-Elect is for one year commencing one year after the election of the President.

No Member shall serve on Council for longer than six consecutive years. Thereafter, each may not be re-elected until four years have elapsed since his/her previous term.

**Section 5: Co-option of Additional Council Members**

The Council shall have the power to co-opt additional Council Members as deemed necessary.

**Section 6: Duties of Officers**

The President shall be Chairperson of the Council. In his/her absence, the other Council Members shall elect a Chairperson for any particular Meeting. The Secretary shall keep minutes of the proceedings of the Society's meetings and Annual General Meetings, and the meetings of the Council. At the Annual General Meeting, the Secretary shall report on the work done by the Society during the previous year. The Treasurer shall oversee the collection of dues from the Members and the other financial affairs of the Society. The Treasurer shall present a Treasurer's report of income and expenditure to the Annual General Meeting. The

other officers shall have the powers and perform the duties that may be prescribed by the Council.

**Section 7: A Quorum of the Council**

Three Members shall form a quorum at a meeting of the Council.

**Section 8: Council Meetings**

The Council shall meet at the time of the Society's Annual General Meeting. The Secretary shall notify the Council of the forthcoming Meeting more than a month beforehand. Additional meetings of the Council may be called at the discretion of the President between Annual General Meetings.

**Section 9:**

Members of Council shall have a limited liability of no more than \$25.00 in respect of any action brought against the Council.

**Section 10: Nature of the Society**

The Society is a not for profit incorporated association and is prohibited from doing anything to change the not for profit status.

**ARTICLE 5: MEETINGS**

**Section 1: Annual Meeting**

The Society shall hold an Annual Meeting.

**Section 2: Additional Meetings**

Additional meetings may be held at the discretion of the Council.

**Section 3: Substance of the Annual Meeting of the Society**

The Annual Meeting of the Society shall be a Scientific Meeting. The Secretary shall give six months' notice of the place and date of the meeting, and shall invite contributions. Members may introduce visitors to the Annual Meeting of the Society.

**Section 4: The Organising Committee for the Annual Meeting**

The Organising Committee may be drawn from Council Members or from Society Members appointed by Council.

## **Section 5: Venue of the Annual Meeting**

The venue of each Annual Meeting shall be determined by Council.

## **Section 6: Annual General Meeting**

During the Annual Meeting of the Society, an Annual General Meeting shall be held to discuss the business of the Society. The President shall be the Chairperson of the Annual General Meeting. The Business of an Annual General Meeting shall be:

- a. To receive the report of Council.
- b. To receive the statement of receipts and expenditure.
- c. To receive the report of the result of the voting for Members of Council.
- d. To consider any other business, of which due notice has been given by a Member.
- e. To attend to any general business.

An Extraordinary General Meeting may be convened by the Secretary at the direction of Council, or at the request of any twenty Members of the Society, provided due notice is given in writing to the Secretary at least sixty days before such Meeting, and that grounds for requesting such meeting are clearly stated.

At any Annual General Meeting or Extraordinary General Meeting, a quorum shall consist of fifteen per cent of financial Members, including at least three Members of Council.

At any Annual Meeting or Extraordinary Meeting of the Society, each Financial Member shall be entitled to one vote. In the event of an equality of votes occurring on any motion, the Chairperson of the Meeting shall have a casting vote.

## **ARTICLE 6: FINANCE**

### **Section 1: The Financial Year**

The Financial Year of the Society shall close on June 30th of each year.

### **Section 2: Signing of Cheques**

Cheques shall be signed by any two signatories as authorised by the Council.

### **Section 3: Balance Sheets**

At the Annual General Meeting of the Society, a Balance Sheet shall be presented to the Society by the Treasurer.

**Section 4: Investment**

The Council is empowered to invest such capital of the Society in such a manner as it seems prudent.

**Section 5: Dissolution of the Society**

In the event of the dissolution of the Society, the outgoing Council shall decide on the disposal of the funds, in accordance with Article 2.

**ARTICLE 7: AMENDMENTS TO THE CONSTITUTION**

Notice of proposed alterations to the Constitution must be made in writing at least sixty days before an Annual Meeting or an Extraordinary Meeting called for the purpose. The proposed amendment or amendments shall be sent to the Membership and its/their adoption shall require an affirmative vote of two thirds of those voting in person, or by proxy, at the Annual General Meeting or Extraordinary Meeting.